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2 you signed --

3 A -- whether another ratification?

4 Is that -- what are you asking?

5 Q Was there any prior action by
6 the board ratifying this agreement prior
7 to the signature on this document,
8 signatures on this document or any votes
9 of the board?

10 A Prior to June 17?

11 Q Yes.

12 A A vote? I don't recall.

13 Q So my question is -- okay.

14 So --

15 A Wait but --

16 (Pause)

17 Q We are not moving on until you
18 answer the question as I have asked.

19 A I answered it the best I can.

20 Q No, you didn't. You haven't
21 answered the question.

22 A I do not recall another
23 resolution by the board that has these
24 exact terms. Does that answer your
25 question?

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2 Q Prior to June of 2019? Prior to
3 this agreement? The written stipulation?
4 Written consent?

5 A I don't know what consent is. I
6 see a ratification. And I see exact words
7 and I will repeat these --

8 Q No, don't read the --

9 A -- "signed in June on or about
10 June 17, 2019."

11 Q You signed this on or about June
12 17, on or about June 17, 2019, correct?

13 MS. BERSOHN: Objection to form.

14 A (No response)

15 Q You have already testified to
16 this.

17 A I know. So why are you asking
18 it again?

19 Q Well. So I just want to
20 confirm.

21 A Yes.

22 Q So prior to that you don't have
23 any memory of the board voting along these
24 lines to approve or ratify Julian's
25 agreement?

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2 MS. BERSOHN: Objection to form.

3 Q His employment agreement with
4 respect to his CEO duties?

5 MS. BERSOHN: Objection to form.

6 A Do I have any recollection of an
7 official document that looks here and says
8 these exact --

9 Q No. Not an official document.
10 Any board vote.

11 A Not this --

12 Q Any board vote.

13 A -- would be. This actually is a
14 unanimous consent. Let me read it from
15 the top of directors in lieu of a meeting.
16 This is --

17 Q Would you have any memory of any
18 prior board action, whether unanimous
19 consent or a vote of the board approving
20 of Julian's employment contract as CEO?

21 MS. BERSOHN: Objection to form.

22 Q Prior to this?

23 MS. BERSOHN: Objection to form.

24 A I don't recall.

25 Q So you don't have a memory?

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2 A I have stated what we did. We
3 employed Julian by a contract that's
4 amended here as an exhibit. We ratified
5 it exactly to these words and resolved it
6 on or about June 17, 2019.

7 Q Ratified and approved it?

8 MS. BERSOHN: Objection to form.

9 Q According to the language of the
10 stipulation itself, ratified and approved
11 it?

12 MS. BERSOHN: Objection to form.

13 A I can tell you what the words
14 are.

15 Q But does it say approved?

16 A You are making a distinction
17 Chris between something and something.

18 Q No. You are refusing to
19 acknowledge the language that's in the
20 agreement.

21 A I acknowledge the language is in
22 there. I refuse other than telling you
23 what I understand. You asked me what I
24 understand the word ratify to mean.

25 Q No, I didn't ask you that. I

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2 asked if you understood what the word
3 approved meant. Did you approve, did you
4 agree to approve the employment agreement
5 on or about June 17, 2019 by your
6 signature on this document, considering
7 that the word "approved" is in the
8 document, the written consent?

9 A Right. I approved the document
10 that's attached as Exhibit D. Yes, I
11 approved the document that's, memorializes
12 the terms of Mr. Kahlon's employment.

13 (Pause)

14 A Yes, I approved the document
15 that's, memorializes the terms of Mr.
16 Kahlon's employment. Which substantially
17 in the form attached here to are called
18 Exhibit D as in David.

19 MR. DAVIS: All right. You want
20 to break for lunch?

21 (Lunch recess taken: 1:15 p.m.)

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2 Q So showing you what's been
3 marked as Exhibit 8. I ask that you
4 review it and just let me know when you
5 have had a chance to review it. When you
6 are finished reviewing it for the sake of
7 identifying it.

8 (Witness complies)

9 A Okay.

10 Q All right. Do you recognize
11 this document?

12 A Yes, I do.

13 Q What do you recognize it to be?

14 A An employment agreement.

15 Q And between who?

16 A Project Verte, Inc. and Julian
17 Kahlon.

18 Q And do you remember signing this
19 agreement?

20 A Yes, I do.

21 Q Okay. Is this the version of
22 the agreement that was executed in
23 relation to the previously introduced
24 consent of the board in June 2019
25 approving and ratifying of this agreement?

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2 A Let me just check one thing in
3 the previous version.

4 (Pause).

5 A Okay. Yes. I recognize this
6 agreement.

7 Q All right so this is version
8 that was attached as Exhibit D to the
9 written consent that you previously
10 testified about?

11 MS. BERSOHN: Objection to form.

12 A I didn't see Exhibit D but this
13 is the agreement that we signed. I am not
14 reading the whole agreement but this
15 looked like the agreement we signed.

16 Q And looking at page the final
17 page, excuse me, page 20 of 21 do you see
18 your signature is that your signature on
19 the document?

20 A Yes.

21 Q Okay. And you are signing on
22 behalf of Project Verte along with Julian
23 Kahlon?

24 A Julian is signing on behalf of
25 Julian Kahlon and I am signing on behalf

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2 of Project Verte, Inc. Authorized
3 signatory is what it says.

4 Q So this is the only written
5 contract that you entered into on behalf
6 of Project Verte with Julian with respect
7 to his title and duties as CEO?

8 MS. BERSOHN: Objection to form.

9 A It is the employment agreement
10 of Julian Kahlon.

11 Q Is there any other employment
12 agreement that relates to his, that you
13 ever signed on behalf of Project Verte
14 with Julian Kahlon relating to his duties
15 and obligations as CEO?

16 A This is the document of his.

17 Q This is the only one, right?

18 MS. BERSOHN: Objection to form.

19 A As CEO. There were other
20 documents with him as consultant that we
21 discussed earlier.

22 Q But as CEO this is the only one?

23 A Yes.

24 MS. BERSOHN: Objection to form.

25 Q All right.

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2 authority and responsibilities and
3 limitations on authority listed in
4 paragraph 3 of this agreement, are you
5 aware of any other documents that define
6 Julian's authority when he was CEO?

7 A I don't recall any other
8 document. This is the document defining
9 his duties responsibilities and authority.

10 Q How about the bylaws?

11 A Yes. The bylaws, the amended
12 and restated bylaws, yes.

13 MR. DAVIS: Let's back to those
14 really quickly.

15 (Pause)

16 Q All right. So these are the,
17 this is another document that defines his,
18 the scope or the -- withdrawn.

19 This is another company
20 corporate document that defines Mr.
21 Kahlon's power and authority as CEO?

22 A Um.

23 MS. BERSOHN: Objection to form.

24 Q Is that yes?

25 A I'm looking for the chief --

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2 powers and duties and authority and
3 absence of paragraphs 5.8, 5.9 and 5.10,
4 last the chief executive officer.

5 Q So in addition to those
6 paragraphs and the provisions in the
7 employment agreement that you just
8 identified, are you aware of any other
9 document that defines his powers as CEO?

10 A I believe these are the two
11 documents.

12 Q Okay. And is there, what was
13 your, did you ever, withdrawn.

14 Is it fair to say that in
15 approving of Julian's appointment as CEO
16 on behalf of Project Verte, that you had
17 determined that he had performance
18 satisfactorily in his position as
19 treasurer prior to that?

20 MS. BERSOHN: Objection to form.

21 A No. This is as a CEO. This is
22 a CEO contract.

23 Q Right. I understand that. But
24 is it fair to say that a CEO as an officer
25 is in a position above that of treasurer?